

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11
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Genesis Global Holdco, LLC, <i>et al.</i> , ¹)	Case No. 23-10063 (SHL)
)	
Debtors.)	(Jointly Administered)
)	

**COVER SHEETS FOR TWELFTH MONTHLY
APPLICATION OF MOELIS & COMPANY LLC FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES AS INVESTMENT BANKER TO THE DEBTORS
FROM FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024**

Name of applicant:	Moelis & Company LLC
Authorized to provide professional services to:	Debtors
Date of retention order:	March 21, 2023 (effective as of January 19, 2023)
Period for which compensation and reimbursement are sought (the “ <i>Compensation Period</i> ”):	February 1, 2024 through February 29, 2024
Amount of compensation sought:	\$200,000
Amount of payment requested for compensation:	\$160,000
Amount of expense reimbursement sought:	\$--
Amount of payment requested for expense reimbursement:	\$--
This is a(n):	Monthly Application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd (2164R). The location of the Debtors’ principal place of business is 250 Park Avenue South, 5th Floor, New York, NY 10003.

**SUMMARY OF PROFESSIONALS' TIME DURING COMPENSATION PERIOD OF
FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024**

	Hours Summary				
	Jared Dermont	Michael DiYanni	Barak Klein	Brian Tichenor	Andrew Swift
	Managing Director	Managing Director	Managing Director	Managing Director	Managing Director
February 1 - February 29	16 hour(s)	51 hour(s)	30 hour(s)	27 hour(s)	27 hour(s)
Total	16 hour(s)	51 hour(s)	30 hour(s)	27 hour(s)	27 hour(s)

	Hours Summary			
	Brendon Barnwell	Benjamin Dipietro	Olivier Backes	Jason Roden
	Vice President	Assoicate	Assoicate	Analyst
February 1 - February 29	35 hour(s)	9 hour(s)	20 hour(s)	14 hour(s)
Total	35 hour(s)	9 hour(s)	20 hour(s)	14 hour(s)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GENESIS GLOBAL HOLDCO, LLC, *et al.*,¹

Debtors.

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Chapter 11

Case No. 23-10063 (SHL)

(Jointly Administered)

**TWELFTH MONTHLY
APPLICATION OF MOELIS & COMPANY LLC FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES AS INVESTMENT BANKER TO THE DEBTORS
FROM FEBRUARY 1, 2024 THROUGH AND INCLUDING FEBRUARY 29, 2024**

Pursuant to sections 328 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 101] (the “**Interim Compensation Order**”), Moelis & Company LLC (“**Moelis**”), the retained investment banker to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby submits this twelfth monthly application (this “**Application**”) for the allowance of compensation for professional services performed by Moelis for the period from February 1, 2024 through and including February 29, 2024 (the “**Compensation Period**”), and reimbursement of its actual and necessary expenses incurred during the Compensation Period. By this Application, Moelis seeks (a) approval of

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compensation for services rendered in the amount of \$200,000, for the Compensation Period pursuant to Moelis' approved Engagement Letter (defined below), and (b) approval of reimbursement of actual and necessary expenses in the amount of \$-- incurred during the Compensation Period. In support of this Application, Moelis respectfully represents as follows:

Background

1. On January 19, 2023 (the "**Petition Date**"), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the "**Chapter 11 Cases**"). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 3, 2023, the Office of the United States Trustee for Region 2 (the "**U.S. Trustee**") appointed the official committee of unsecured creditors (the "**Committee**") pursuant to section 1102 of the Bankruptcy Code. [D.I. 53]. No trustee or examiner has been appointed in these Chapter 11 Cases.

2. Additional factual background and information regarding the Debtors, including their business operations, their corporate and capital structure, their restructuring activities, and the events leading to the commencement of these Chapter 11 Cases, is set forth in detail in the *Declaration of A. Derar Islam in Support of First Day Motions and Applications in Compliance with Local Rule 1007-2* [D.I. 17].

3. On March 21, 2023, the Court entered an order authorizing the Debtors to retain Moelis as their investment banker, effective as of the Petition Date [D.I. 151] (the "**Retention Order**") in accordance with the engagement letter attached thereto (the "**Engagement Letter**"), subject to the modifications stated in the Retention Order.

**COMPENSATION REQUESTED FOR
SERVICES RENDERED DURING THE COMPENSATION PERIOD**

4. Moelis' requested compensation for the Compensation Period includes its Monthly Fee (as defined in the Engagement Letter) for February 2024 in the amount of \$200,000.

5. During the Compensation Period, Moelis' investment banking professionals rendered approximately 229 hours of services to the Debtors, based on the time records those professionals maintained pursuant to the Retention Order. As stated in the Debtors' application to retain Moelis [D.I. 151], (a) it is not the general practice of investment banking firms such as Moelis to keep detailed time records similar to those customarily kept by attorneys; and (b) Moelis does not ordinarily keep time records on a "project category" basis.

6. Moelis' work on behalf of the Debtors during the Compensation Period involved tasks that are briefly summarized below. The summary is not intended to be a detailed description of the work Moelis has performed during the Compensation Period, but rather is a guideline offered to the Court and other interested parties with respect to the services performed by Moelis.

- (a) **Meetings and Calls with Management and Creditors.** During the Compensation Period, Moelis participated in calls and meetings with management, the Debtors' other professionals and creditors and the creditors' advisors. These calls covered various topics, including but not limited to the chapter 11 process, liquidity, financial scenario analysis, recovery analysis, and restructuring strategy. Moelis prepared materials for management and creditors and provided strategic advice regarding these chapter 11 cases. Moelis participated in meetings with the Debtors' management and board of directors and presented materials regarding the Debtors' restructuring and strategic matters. Moelis also presented weekly updates to the Special Committee of the Board of Directors of Genesis Global Holdco, LLC.
- (b) **Plan of Reorganization Process.** Moelis worked with the Debtors and their advisors to prepare, analyze, and negotiate potential plan of reorganization alternatives and their corresponding impact on account holder recovery. Moelis facilitated diligence for and helped the Debtors prepare materials for various parties in interest in this process. Moelis helped management to diligence financial models upon which the Debtors could evaluate plan of reorganization alternatives. In support of these efforts, Moelis conducted numerous calls with Debtors' management and their other advisors to refine such analysis.

- (c) **Administrative Matters.** Moelis conducted investment banking and capital market services, including, but not limited to, services related to these chapter 11 cases generally, retention matters, chapter 11 procedures, and communications, administrative functions, and other matters not falling into any of the service categories listed above.

7. Moelis' time records for the Compensation Period, maintained in accordance with the Retention Order, are annexed hereto as **Exhibit A**. Pursuant to the Retention Order, the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines and Local Rules have been modified such that Moelis' restructuring professionals are required only to keep reasonably detailed time records in one-hour increments; Moelis' non-restructuring professionals and personnel in administrative departments (including internal legal) are not required to maintain time records; Moelis' professionals are not required to keep time records on a project category basis; and Moelis is not required to provide or conform to any schedules of hourly rates.

8. To the extent this Application does not comply in every respect with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines and Local Rules (as modified by the Retention Order), Moelis respectfully requests a waiver for any such technical non-compliance.

**REQUEST FOR REIMBURSEMENT OF EXPENSES
INCURRED DURING THE COMPENSATION PERIOD**

9. Expenses incurred by Moelis for the Compensation Period totaled \$--. A detailed description of the expenses Moelis incurred during the Compensation Period is annexed hereto as **Exhibit B**. The expenses incurred by Moelis during the Compensation Period include attorneys' fees and expenses of its outside legal counsel relating to retention issues and services performed by Moelis, invoices supporting which are included in **Exhibit B**.

10. Moelis has made every reasonable effort to minimize its disbursements in these chapter 11 cases. All of the fees and expenses for which allowance and payment is requested by Moelis in this Application are reasonable and necessary, and Moelis' work was performed for and on behalf of the Debtors during the Compensation Period. In seeking reimbursement of an expenditure, Moelis is requesting reimbursement "at cost" and does not make a profit on such expenditure.

WHEREFORE, pursuant to the Interim Compensation Order, Moelis respectfully requests that an allowance be made to Moelis for 100% of its fees of \$200,000 and 100% of its expenses of \$-- incurred during the Compensation Period. Moelis also respectfully requests authorization for the Debtors to pay to Moelis \$160,000 in fees (representing 80% of its fees requested herein), plus \$-- (representing 100% of the expense reimbursement requested herein).

Dated: April 25, 2024
New York, New York

MOELIS & COMPANY LLC

By: /s/ Jared Dermont
Name: Jared Dermont
Title: Managing Director
Moelis & Company LLC
*Investment Banker to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GENESIS GLOBAL HOLDCO, LLC, *et al.*,¹

Debtors.

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Chapter 11

Case No. 23-10063 (SHL)

(Jointly Administered)

**CERTIFICATION OF COMPLIANCE WITH GUIDELINES AND LOCAL RULES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES**

I, Jared Dermont, certify that:

1. I am a Managing Director and head of the Financial Institutions Group (the “FIG Group”) at Moelis & Company LLC (“Moelis”), the investment banker to the Debtors in these chapter 11 cases. This certification is made pursuant to the *United States Trustee’s Guidelines for Reviewing applications for Compensation and Reimbursement of Expenses filed Under 11 U.S.C. § 330* (the “**Guidelines**”) in support of Moelis’ foregoing twelfth monthly fee application (the “**Application**”).² I am Moelis’ Certifying Professional as defined in the Guidelines.

2. I have read the Application and reviewed the requirements of the Local Rules. I certify that, to the best of my knowledge, information, and belief formed after reasonable inquiry, except as specifically indicated to the contrary herein or in the Application or to the extent compliance has been modified or waived by the Retention Order: (a) the Application complies with the Guidelines and the Local Rules; and (b) the fees and disbursements sought by Moelis fall

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² Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Application.

within the Guidelines and are billed in accordance with practices customarily employed by Moelis and generally accepted by Moelis' clients (though Moelis normally does not bill its clients by the hour). In seeking reimbursement of an expense, Moelis does not make a profit on that reimbursement.

3. Pursuant to the Retention Order, the requirements of the Bankruptcy Code, the Bankruptcy Rules, the U.S. Trustee Guidelines, and Local Rules have been modified such that Moelis' investment banking professionals are required only to keep reasonably detailed time records in one-hour increments, Moelis' non-restructuring professionals and personnel in administrative departments (including internal legal) are not required to keep time records, Moelis' professionals are not required to keep time records on a project category basis, and Moelis is not required to provide or conform to any schedules of hourly rates. As stated in the Debtors' application to retain Moelis [D.I. 151], (a) it is not the general practice of investment banking firms such as Moelis to keep detailed time records similar to those customarily kept by attorneys; and (b) Moelis does not ordinarily keep time records on a "project category" basis.

Dated: April 25, 2024
New York, New York

/s/ Jared Dermont
Jared Dermont
Managing Director
Moelis & Company LLC

EXHIBIT A — SUMMARY TIME RECORDS FOR COMPENSATION PERIOD

Date	Jared Dermont Managing Director	Michael DiYanni Managing Director	Barak Klein Managing Director	Brian Tichenor Managing Director	Andrew Swift Managing Director
02/01/24	-	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)
02/02/24	-	-	-	-	-
02/03/24	-	-	-	-	-
02/04/24	-	-	-	-	-
02/05/24	-	-	-	-	-
02/06/24	-	1 hour(s)	-	-	-
02/07/24	-	1 hour(s)	-	-	-
02/08/24	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)	3 hour(s)
02/09/24	-	2 hour(s)	1 hour(s)	-	-
02/10/24	-	1 hour(s)	-	-	-
02/11/24	-	1 hour(s)	1 hour(s)	-	-
02/12/24	-	3 hour(s)	-	-	-
02/13/24	-	1 hour(s)	-	-	-
02/14/24	3 hour(s)	6 hour(s)	4 hour(s)	4 hour(s)	4 hour(s)
02/15/24	-	1 hour(s)	-	-	-
02/16/24	-	3 hour(s)	1 hour(s)	-	-
02/17/24	-	-	-	-	-
02/18/24	-	-	-	-	-
02/19/24	-	-	-	-	-
02/20/24	-	2 hour(s)	-	-	-
02/21/24	1 hour(s)	3 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
02/22/24	-	1 hour(s)	-	-	-
02/23/24	-	1 hour(s)	-	-	-
02/24/24	-	-	-	-	-
02/25/24	-	-	-	-	-
02/26/24	4 hour(s)	9 hour(s)	8 hour(s)	8 hour(s)	8 hour(s)
02/27/24	4 hour(s)	7 hour(s)	7 hour(s)	7 hour(s)	7 hour(s)
02/28/24	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)	1 hour(s)
02/29/24	-	1 hour(s)	-	-	-
Total	16 hour(s)	51 hour(s)	30 hour(s)	27 hour(s)	27 hour(s)

Date	Brendon Barnwell Vice President	Olivier Backes Associate	Benjamin DiPietro Associate	Jason Roden Analyst
02/01/24	3 hour(s)	1 hour(s)	-	-
02/02/24	-	-	-	-
02/03/24	-	-	-	-
02/04/24	-	-	-	-
02/05/24	-	-	-	-
02/06/24	-	-	-	-
02/07/24	-	-	-	-
02/08/24	3 hour(s)	1 hour(s)	-	3 hour(s)
02/09/24	2 hour(s)	-	1 hour(s)	1 hour(s)
02/10/24	-	-	-	-
02/11/24	5 hour(s)	-	-	-
02/12/24	-	-	-	-
02/13/24	-	-	-	-
02/14/24	4 hour(s)	-	4 hour(s)	4 hour(s)
02/15/24	-	1 hour(s)	-	-
02/16/24	1 hour(s)	-	-	-
02/17/24	-	-	-	-
02/18/24	-	-	-	-
02/19/24	-	-	-	-
02/20/24	-	-	-	2 hour(s)
02/21/24	1 hour(s)	-	-	-
02/22/24	-	1 hour(s)	-	-
02/23/24	-	-	-	-
02/24/24	-	-	-	-
02/25/24	-	-	-	-
02/26/24	8 hour(s)	8 hour(s)	4 hour(s)	4 hour(s)
02/27/24	7 hour(s)	7 hour(s)	-	-
02/28/24	1 hour(s)	-	-	-
02/29/24	-	1 hour(s)	-	-
Total	35 hour(s)	20 hour(s)	9 hour(s)	14 hour(s)

Professional	Date	Hours	Description
Michael DiYanni	2/1/2024	3 hour(s)	Special Committee Weekly Call
Barak Klein	2/1/2024	3 hour(s)	Special Committee Weekly Call
Brian Tichenor	2/1/2024	3 hour(s)	Special Committee Weekly Call
Andrew Swift	2/1/2024	3 hour(s)	Special Committee Weekly Call
Brendon Barnwell	2/1/2024	3 hour(s)	Weekly call with SC and advisors
Oliver Backes	2/1/2024	1 hour(s)	Dataroom and diligence process management
Michael DiYanni	2/6/2024	1 hour(s)	Call re GBTC
Michael DiYanni	2/7/2024	1 hour(s)	Call re GBTC
Michael DiYanni	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Barak Klein	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Brian Tichenor	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Jared Dermont	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Andrew Swift	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Brendon Barnwell	2/8/2024	3 hour(s)	Court hearing re claims objections
Oliver Backes	2/8/2024	1 hour(s)	Dataroom and diligence process management
Jason Roden	2/8/2024	3 hour(s)	Feb 8 Claims Objections Hearing
Michael DiYanni	2/9/2024	1 hour(s)	Internal call re process
Michael DiYanni	2/9/2024	1 hour(s)	Call re GBTC
Barak Klein	2/9/2024	1 hour(s)	Internal catch-up
Brendon Barnwell	2/9/2024	2 hour(s)	Internal discussions re plan; prep for same
Jason Roden	2/9/2024	1 hour(s)	Internal call re process
Benjamin DiPietro	2/9/2024	1 hour(s)	Internal call re process
Michael DiYanni	2/10/2024	1 hour(s)	GBTC sales motion
Michael DiYanni	2/11/2024	1 hour(s)	Call re declaration
Barak Klein	2/11/2024	1 hour(s)	Call re declaration
Brendon Barnwell	2/11/2024	5 hour(s)	Review draft declaration; calls re same
Michael DiYanni	2/12/2024	1 hour(s)	Call re distribution principles
Michael DiYanni	2/12/2024	2 hour(s)	Calls re GBTC
Michael DiYanni	2/13/2024	1 hour(s)	Call re GBTC
Michael DiYanni	2/14/2024	1 hour(s)	Call re process update
Michael DiYanni	2/14/2024	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	2/14/2024	1 hour(s)	Call re GBTC
Michael DiYanni	2/14/2024	3 hour(s)	February 14 Hearing
Barak Klein	2/14/2024	1 hour(s)	Special Committee Weekly Call
Barak Klein	2/14/2024	3 hour(s)	February 14 Hearing
Brian Tichenor	2/14/2024	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	2/14/2024	3 hour(s)	February 14 Hearing
Jared Dermont	2/14/2024	3 hour(s)	February 14 Hearing
Andrew Swift	2/14/2024	1 hour(s)	Special Committee Weekly Call
Andrew Swift	2/14/2024	3 hour(s)	February 14 Hearing
Brendon Barnwell	2/14/2024	1 hour(s)	Weekly call with SC and advisors
Brendon Barnwell	2/14/2024	3 hour(s)	Court hearing
Jason Roden	2/14/2024	1 hour(s)	Call re process update
Jason Roden	2/14/2024	3 hour(s)	February 14 Hearing
Benjamin DiPietro	2/14/2024	1 hour(s)	Call re process update
Benjamin DiPietro	2/14/2024	3 hour(s)	February 14 Hearing
Michael DiYanni	2/15/2024	1 hour(s)	Call re GBTC
Oliver Backes	2/15/2024	1 hour(s)	Dataroom and diligence process management
Michael DiYanni	2/16/2024	2 hour(s)	Calls re GBTC
Michael DiYanni	2/16/2024	1 hour(s)	Call re settlement construct
Barak Klein	2/16/2024	1 hour(s)	Call re settlement construct
Brendon Barnwell	2/16/2024	1 hour(s)	Call re settlement construct
Michael DiYanni	2/20/2024	1 hour(s)	Internal discussion re GBTC proposals
Michael DiYanni	2/20/2024	1 hour(s)	Call re internal discussion
Jason Roden	2/20/2024	1 hour(s)	Internal discussion re GBTC proposals
Jason Roden	2/20/2024	1 hour(s)	Call re internal discussion
Michael DiYanni	2/21/2024	1 hour(s)	Special Committee Weekly Call
Michael DiYanni	2/21/2024	1 hour(s)	Calls re GBTC
Michael DiYanni	2/21/2024	1 hour(s)	Calls with Company
Barak Klein	2/21/2024	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	2/21/2024	1 hour(s)	Special Committee Weekly Call
Jared Dermont	2/21/2024	1 hour(s)	Special Committee Weekly Call
Andrew Swift	2/21/2024	1 hour(s)	Special Committee Weekly Call
Brendon Barnwell	2/21/2024	1 hour(s)	Weekly call with SC and advisors
Michael DiYanni	2/22/2024	1 hour(s)	Call re GBTC
Oliver Backes	2/22/2024	1 hour(s)	Dataroom and diligence process management
Michael DiYanni	2/23/2024	1 hour(s)	Call re GBTC
Michael DiYanni	2/26/2024	8 hour(s)	Confirmation Hearing
Michael DiYanni	2/26/2024	1 hour(s)	Call re GBTC
Barak Klein	2/26/2024	8 hour(s)	Confirmation Hearing
Brian Tichenor	2/26/2024	8 hour(s)	Confirmation Hearing
Jared Dermont	2/26/2024	4 hour(s)	Confirmation Hearing
Andrew Swift	2/26/2024	8 hour(s)	Confirmation Hearing
Brendon Barnwell	2/26/2024	8 hour(s)	Confirmation trial
Oliver Backes	2/26/2024	8 hour(s)	Confirmation trial
Jason Roden	2/26/2024	4 hour(s)	Confirmation Hearing
Benjamin DiPietro	2/26/2024	4 hour(s)	Confirmation Hearing
Michael DiYanni	2/27/2024	7 hour(s)	Confirmation Hearing
Barak Klein	2/27/2024	7 hour(s)	Confirmation Hearing
Brian Tichenor	2/27/2024	7 hour(s)	Confirmation Hearing
Jared Dermont	2/27/2024	4 hour(s)	Confirmation Hearing
Andrew Swift	2/27/2024	7 hour(s)	Confirmation Hearing
Brendon Barnwell	2/27/2024	7 hour(s)	Confirmation trial
Oliver Backes	2/27/2024	7 hour(s)	Confirmation trial
Michael DiYanni	2/29/2024	1 hour(s)	Call re GBTC
Oliver Backes	2/29/2024	1 hour(s)	Dataroom and diligence process management
Michael DiYanni	2/28/2024	1 hour(s)	Special Committee Weekly Call
Barak Klein	2/28/2024	1 hour(s)	Special Committee Weekly Call
Brian Tichenor	2/28/2024	1 hour(s)	Special Committee Weekly Call
Jared Dermont	2/28/2024	1 hour(s)	Special Committee Weekly Call
Andrew Swift	2/28/2024	1 hour(s)	Special Committee Weekly Call
Brendon Barnwell	2/28/2024	1 hour(s)	Weekly call with SC and advisors
229 hour(s)			

